

# APPLICATION TO REGISTER SECURITIES BY NOTIFICATION

## 1. Issuer Information

Name		
Address (number, street, city, state, zip code)		
Organization: Form	State	Date Organized
General character of business		
Location of business		

## 2. For each significant subsidiary of the Issuer state

Name		
Address (number, street, city, state, zip code)		
Organization: Form	State	Date Organized
General character of business		
Location of business		

## 3. Applicant Information

Name (Issuer / Offeror / Registered Broker-Dealer)
Address (number, street, city, state, zip code)

## 4. If any part of the offering is a non-issuer distribution, state the following information as to each person on whose behalf this offering is made:

Name	
Address (number, street, city, state, zip code)	
Amount of Issuer's securities held by at this date:	Amount of above owner's securities being offered:
Reason for making this offering:	

(Submit the above information by separate exhibit if more than one person is involved)

**ALL QUESTIONS MUST BE ANSWERED. RIDERS MAY BE ATTACHED.**

5. Describe **fully** the security being registered (give in detail its rights, preferences, and restrictions)

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State the dollar amount and number of units of such securities in the total offering:	The amount and units to be offered in Michigan:
Name the states in which a registration statement or similar document in connection with this offering has been or is to be filed:	
Has any order, judgment, or decree been entered in connection with this offering by the regulatory authorities in any state or by any court or by the S.E.C.?  <div style="display: flex; justify-content: space-around;"><span><input type="checkbox"/> YES</span><span><input type="checkbox"/> NO</span></div>	If yes, give details:
State the proposed offering price per unit or the method by which it is to be computed:	
Will this price vary as to any person or class of persons (other than underwriters)?  <div style="display: flex; justify-content: space-around;"><span><input type="checkbox"/> YES</span><span><input type="checkbox"/> NO</span></div>	If yes, give details:
Is the offering, or any part thereof, to be made otherwise than for cash?  <div style="display: flex; justify-content: space-around;"><span><input type="checkbox"/> YES</span><span><input type="checkbox"/> NO</span></div>	If yes, give details:
State the estimated aggregate underwriting and selling discounts and commissions, and finders' fees (show separately if payable by cash, securities, contracts, or other means) <hr/> <hr/> <hr/> <hr/> <hr/>	

If the selling discounts and commissions are variable, state the basis of determining them and their maximum and minimum amount

State the estimated amounts of other selling expense, including legal, engineering and accounting charges

State the name and address of every underwriter and every recipient of a finder's fee

If the securities are not to be offered through an underwriter, describe the plan of distribution

6. Describe fully any stock options or other security options outstanding (giving exercise price, amount of securities involved, terms, and by whom held)

Furnish the same information as to any options to be created in connection with this offering

Note: In answering question 6, submit the requested information separately as to (1) each director or officer of the issuer or person occupying a similar status or performing similar functions, (2) any person owning of record, or beneficially if known, 10% or more of the outstanding shares of any class of equity security of the issuer, (3) every promoter of the issuer if the issuer was organized within the past 3 years, (4) if this is a non-issuer distribution, any person on whose behalf this offering is to be made, (5) every person named in your answer to question 5(h), and (6) every person who holds or will hold 10% or more in the aggregate of such options.

7. Give the dates of, parties to, and a concise statement of the general effect of, every management or other material contract made or to be made otherwise than in the ordinary course of business if it is to be performed in whole or in part at or after the filing of this registration statement, or was made within the past 2 years

8. Describe any pending litigation or proceeding to which the issuer is a party and which materially affects its business or assets, including any such litigation or proceeding known to be contemplated by governmental authorities.

9. Submitted herewith as a part of this application are the following documents:

Exhibit No. \_\_\_\_\_ Statement demonstrating eligibility for registration by notification (Form C&S 8431)

Exhibit No. \_\_\_\_\_ Copy of Underwriting or selling group agreement (or proposed form if terms have not yet been determined)

Exhibit No. \_\_\_\_\_ Copy of each management or other material contract mentioned in answer to Question 7

Exhibit No. \_\_\_\_\_ Copy of any prospectus, pamphlet, circular, form letter, advertisement or other sales literature intended to be used in connection with this offering

Exhibit No. \_\_\_\_\_ Consent to Service of Process (1) by applicant and also (2) by issuer if applicant is a broker-dealer offering securities for the issuer on an agency basis (form U-2)

Exhibit No. \_\_\_\_\_ Financial Statement (to be submitted if registration is under Section 302(a)(2) and the conditions of Section 302(a)(1) are not met):

(a) Balance Sheet of issuer as of a date within 4 months prior to the filing of this registration statement

(b) Summary of earnings pursuant to certified audit for each of the 2 fiscal years preceding the date of the Balance Sheet, and, summary of earnings for any period between the close of the last fiscal year and the date of the balance sheet, or for the period of the issuer's and any predecessor's existence if less than 2 years.

Fee \$ \_\_\_\_\_ (Fee is \$1.00 per 1,000 aggregate sales price, minimum \$100, maximum \$1,250. Make checks payable to the State of Michigan.)

Date \_\_\_\_\_

(Signed) \_\_\_\_\_  
(name of applicant)

By \_\_\_\_\_  
(officer, partner, or proprietor)

\_\_\_\_\_  
(title)

State of \_\_\_\_\_

County of \_\_\_\_\_

The undersigned, \_\_\_\_\_, being first duly sworn, deposes and says that he has executed the foregoing application for and on behalf of the applicant named therein; that he is the \_\_\_\_\_ of such applicant and is fully authorized to execute and file such application; that he is familiar with such application including the exhibits thereto; and that to the best of his knowledge, information and belief the statements made in such application including the exhibits thereto are true and the copies of documents submitted therewith are true copies of the originals thereof.

(Signed) \_\_\_\_\_  
(Name)

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Notary Public

County of \_\_\_\_\_ State of \_\_\_\_\_

My Commission expires \_\_\_\_\_



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